

United States Bankruptcy Court

Western District Of Texas

In re: **TXCO Resources Inc.**

Case No. **09-51807**

Court ID (Court use only)_____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(1), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee

Corre Opportunities Fund, L.P.

Name of Transferor

Apex Petroleum Engineering Inc.

Name and Address where notices to transferee should be sent:

**Corre Opportunities Fund, L.P.
1370 Avenue of the Americas, 29th Fl.
New York, NY 10019
Attn: Claims Processing (Bankruptcy)**

Court Record Address of Transferor
(Court Use Only)

Phone:

(917) 322-6418

Last Four Digits of Account #:_____

Last Four Digits of Account #:_____

Name and Address where transferee payments
should be sent (if different from above)

Name and Current Address of Transferor
**Apex Petroleum Engineering Inc.
2 Inverness Drive East, Suite 201
Englewood, CO 80112**

Claim Amount: **\$94,177.82**

Phone: *Same as Above*

Phone:

Last Four Digits of Account #:_____

Last Four Digits of Account #:_____

Court Claim # (if known):

Date Claim Filed:

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/David P. Tonner
Transferee/Transferee's Agent

Date: **1/7/2010**

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

~~DEADLINE TO OBJECT TO TRANSFER~~

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date:_____

CLERK OF THE COURT

NOTICE OF CLAIMS PURCHASE AGREEMENT

APEX PETROLEUM ENGINEERING INC, a(n) Colorado Corporation, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto CORRE OPPORTUNITIES FUND, LP, a Delaware limited partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$94,177.82 (proof of claim amount, defined as the "Claim") against TXCO Resources Inc (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, Western District of Texas, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 09-51807 (defined as the "Proceedings")

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 7 day of JANUARY, 2010.

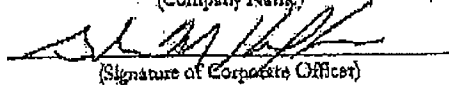
WITNESS



(Signature)

William Anthony - Non Resident
(Print Name and Title of Witness)

APEX PETROLEUM ENGINEERING
(Company Name)

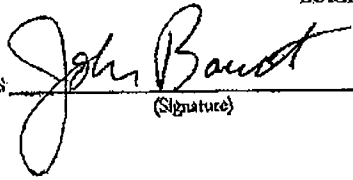


(Signature of Corporate Officer)

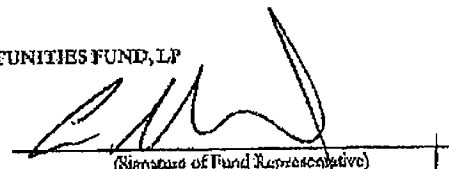
Sam M. Knapen Secretary
(Print Name and Title of Corporate Officer)

CORRE OPPORTUNITIES FUND, LP

WITNESS



(Signature)



(Signature of Fund Representative)

Eric Spalding
(Print Name, Corre Opportunities Fund, L.P.)

Exhibit "A"